

B6 Summary (Official Form 6 - Summary) (12/07)

# United States Bankruptcy Court

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

| NAME OF SCHEDULE  | ATTACHED<br>(YES/NO) | NO. OF SHEETS | ASSETS          | LIABILITIES      | OTHER |
|---|----------------------|---------------|-----------------|------------------|-------|
| A - Real Property   | YES                  | 2             | \$ 11,599,000   |                  |       |
| B - Personal Property   | YES                  | 10            | \$ 7,537,924.00 |                  |       |
| C - Property Claimed<br>as Exempt   | NO                   | 0             |                 |                  |       |
| D - Creditors Holding<br>Secured Claims   | YES                  | 2             |                 | \$ 11,039,622.00 |       |
| E - Creditors Holding Unsecured<br>Priority Claims<br>(Total of Claims on Schedule E) | YES                  | 3             |                 | \$ 203,144.00    |       |
| F - Creditors Holding Unsecured<br>Nonpriority Claims                                 | YES                  | 4             |                 | \$ 6,236,057.00  |       |
| G - Executory Contracts and<br>Unexpired Leases                                       | YES                  | 3             |                 |                  |       |
| H - Codebtors   | YES                  | 4             |                 |                  |       |
| I - Current Income of<br>Individual Debtor(s)   | NO                   | 0             |                 |                  | \$    |
| J - Current Expenditures of Individual<br>Debtors(s)                                  | NO                   | 0             |                 |                  | \$    |
| TOTAL   |                      | 28            | \$ 19,136,924   | \$ 17,478,823.00 |       |

B 6 Summary (Official Form 6 - Summary) (12/07)

# United States Bankruptcy Court

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

## STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

| Type of Liability   | Amount    |
|---|-----------|
| Domestic Support Obligations (from Schedule E)  | \$        |
| Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)  | \$        |
| Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed) | \$        |
| Student Loan Obligations (from Schedule F)  | \$        |
| Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E                   | \$        |
| Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)                           | \$        |
| <b>TOTAL</b>  | <b>\$</b> |

**State the following:**

|   |    |
|---|----|
| Average Income (from Schedule I, Line 16)   | \$ |
| Average Expenses (from Schedule J, Line 18)   | \$ |
| Current Monthly Income (from Form 22A Line 12; <b>OR</b> , Form 22B Line 11; <b>OR</b> , Form 22C Line 20 ) | \$ |

**State the following:**

|  |    |    |
|--|----|----|
| 1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column               |    | \$ |
| 2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.            | \$ |    |
| 3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column |    | \$ |
| 4. Total from Schedule F   |    | \$ |
| 5. Total of non-priority unsecured debt (sum of 1, 3, and 4)               |    | \$ |

|  |               |
|--|---------------|
| Total▶                                 | 11,599,000.00 |
| (Report also on Summary of Schedules.) |               |

AFY, Inc  
Schedule A – Real Property  
Legal Descriptions

Keim Farm – All in Brown County, NE & Feedyard, Farm, Land and Houses – All in Brown County, NE

North Keim NW  $\frac{1}{4}$  11-30-22  
East Keim NE  $\frac{1}{4}$  11-30-22  
West Keim SE  $\frac{1}{4}$  10-30-22  
South Keim SW  $\frac{1}{4}$  11-30-22  
CRP Keim Pt. Of SE  $\frac{1}{4}$  11-30-22  
Keim House and Grain Bins W  $\frac{1}{2}$  11-30-22

Feedyard W  $\frac{1}{2}$  23-30-22, and 14-30-22  
West Walton SW  $\frac{1}{4}$  2-30-22  
East Walton SE  $\frac{1}{4}$  2-30-22  
Bailey NE  $\frac{1}{4}$  14-30-22  
Skillman SE  $\frac{1}{4}$  14-30-22  
Snyder SE  $\frac{1}{4}$  and Pt. Of NE  $\frac{1}{4}$  15-30-22  
Larabee 80 Pt. N  $\frac{1}{2}$  NW  $\frac{1}{4}$  10-30-22  
Larabee Pt. NE  $\frac{1}{4}$  10-30-22  
Alberts NW  $\frac{1}{4}$  and a tract in W  $\frac{1}{2}$  W  $\frac{1}{2}$  NE  $\frac{1}{4}$  29-30-22  
Sorensen Pt. NE  $\frac{1}{4}$  24-30-22  
West Moody Pt. NE  $\frac{1}{4}$  18-30-21  
East Moody NW  $\frac{1}{4}$  17-30-21  
Weichman SW  $\frac{1}{4}$  17-30-21  
Plum Creek N  $\frac{1}{2}$  S  $\frac{1}{2}$  lying South of Hwy 20 R.O.W. Sec. 14 and N  $\frac{1}{2}$  SW  $\frac{1}{4}$  and Pt. E  $\frac{1}{2}$  South of Hwy 20 R.O.W. Sec 15 and Pt. NE  $\frac{1}{4}$  NE  $\frac{1}{4}$  North of Canal Sec. 22  
T30N R24W  
Walton House 2-30-22  
Skillman House 14-30-22  
Fletcher House 14-30-22  
Tunender House W  $\frac{1}{2}$  23-30-22  
Beatty House W  $\frac{1}{2}$  23-30-22  
Creek House NE  $\frac{1}{4}$  NW  $\frac{1}{4}$  and N  $\frac{1}{2}$  23-30-22

Burdick Farm and Land – All in Brown County, NE

S  $\frac{1}{2}$  SE  $\frac{1}{4}$  of Sec. 7, and S  $\frac{1}{2}$  SW  $\frac{1}{4}$  NW  $\frac{1}{4}$ , SW  $\frac{1}{4}$  SE  $\frac{1}{4}$  NW  $\frac{1}{4}$ , NW  $\frac{1}{4}$  SW  $\frac{1}{4}$ , W  $\frac{1}{2}$  NE  $\frac{1}{4}$  SW  $\frac{1}{4}$ , S  $\frac{1}{2}$  S  $\frac{1}{2}$  of Sec. 8, and S  $\frac{1}{2}$  Sec. 9, and Pt. SW  $\frac{1}{4}$  lying south of Hwy 20 R.O.W. in Sec. 10, and NW  $\frac{1}{4}$  in Sec. 15, and N  $\frac{1}{2}$  of Sec. 17 all in T30N R24W

Williams Farm – All in Brown County, NE

SW  $\frac{1}{4}$ , W  $\frac{1}{2}$  SE  $\frac{1}{4}$  22-31-22

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

| TYPE OF PROPERTY   | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION<br>OF PROPERTY | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST<br>IN PROPERTY, WITH-<br>OUT DEDUCTING ANY<br>SECURED CLAIM<br>OR EXEMPTION |
|--|------------------|---|---------------------------------------|---|
| 1. Cash on hand.   | X                |   |                                       |   |
| 2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.                     | X                |   |                                       |   |
| 3. Security deposits with public utilities, telephone companies, landlords, and others.  | X                |   |                                       |   |
| 4. Household goods and furnishings, including audio, video, and computer equipment   | X                |   |                                       |   |
| 5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.  | X                |   |                                       |   |
| 6. Wearing apparel.  | X                |   |                                       |   |
| 7. Furs and jewelry.   | X                |   |                                       |   |
| 8. Firearms and sports, photographic, and other hobby equipment  | X                |   |                                       |   |
| 9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each  |                  | Ameriprise Life                         |                                       | 136,669.00  |
| 10. Annuities. Itemize and name each issuer.   | X                |   |                                       |   |
| 11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c)) | X                |   |                                       |   |

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

| TYPE OF PROPERTY   | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION<br>OF PROPERTY   | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST<br>IN PROPERTY, WITH-<br>OUT DEDUCTING ANY<br>SECURED CLAIM<br>OR EXEMPTION |
|--|------------------|---|---------------------------------------|---|
| 12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.  | X                |   |                                       |   |
| 13. Stock and interests in incorporated and unincorporated businesses. Itemize.  |                  | See attached.   |                                       | 150,000.00  |
| 14. Interests in partnerships or joint ventures. Itemize.  |                  | See attached.   |                                       | 0.00  |
| 15. Government and corporate bonds and other negotiable and non-negotiable instruments.  | X                |   |                                       |   |
| 16. Accounts receivable.   |                  | See attached.   |                                       | 5,751,255.00  |
| 17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.   | X                |   |                                       |   |
| 18. Other liquidated debts owed to debtor including tax refunds. Give particulars.   | X                |   |                                       |   |
| 19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A -- Real Property       | X                |   |                                       |   |
| 20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.   | X                |   |                                       |   |
| 21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each. |                  | Contingent claim to \$20,000 deposit in court in connection with Holtz County real property sale which may also be claimed by Waldo Realty. |                                       | 0.00  |

In re AFY, INC.,

Case No. \_\_\_\_\_

Debtor

(If known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

| TYPE OF PROPERTY  | N<br>O<br>N<br>E | DESCRIPTION AND LOCATION<br>OF PROPERTY | HUSBAND, WIFE, JOINT,<br>OR COMMUNITY | CURRENT VALUE OF<br>DEBTOR'S INTEREST<br>IN PROPERTY, WITH-<br>OUT DEDUCTING ANY<br>SECURED CLAIM<br>OR EXEMPTION |
|---|------------------|---|---------------------------------------|---|
| 22. Patents, copyrights, and other intellectual property. Give particulars  | X                |   |                                       |   |
| 23. Licenses, franchises, and other general intangibles. Give particulars.  | X                |   |                                       |   |
| 24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes. | X                |   |                                       |   |
| 25. Automobiles, trucks, trailers, and other vehicles and accessories.  |                  | Included in item #33 equipment list.    |                                       |   |
| 26. Boats, motors, and accessories.   | X                |   |                                       |   |
| 27. Aircraft and accessories  | X                |   |                                       |   |
| 28. Office equipment, furnishings, and supplies.  | X                |   |                                       |   |
| 29. Machinery, fixtures, equipment, and supplies used in business.  |                  | Included in item #33 equipment list.    |                                       |   |
| 30. Inventory   | X                |   |                                       |   |
| 31. Animals   | X                |   |                                       |   |
| 32. Crops - growing or harvested. Give particulars  | X                |   |                                       |   |
| 33. Farming equipment and implements.   |                  | See attached.                           |                                       | 1,500,000.00  |
| 34. Farm supplies, chemicals, and feed.   | X                |   |                                       |   |
| 35. Other personal property of any kind not already listed. Itemize   | X                |   |                                       |   |
| <u>7</u> continuation sheets attached Total ➤   |                  |   |                                       | \$ 7,537,924.00   |

(Include amounts from any continuation  
sheets attached. Report total also on  
Summary of Schedules )

**AFY, Inc.**

**Schedule B - Personal Property**

**#13. Stock and interests in incorporated and unincorporated businesses.**

|                   |                          |
|-------------------|--------------------------|
| Brazil Iowa Farms | \$ 50,000                |
| NEDAK Ethanol     | <u>100,000</u>           |
|                   | <u><u>\$ 150,000</u></u> |



AFY, Inc.

**Schedule B - Personal Property**

**14. Interests in partnerships and joint ventures**

| <b>Name</b>                   | <b>Value</b> |
|-------------------------------|--------------|
| Ainsworth Cattle Feeding, LLC | \$ -         |
| Ainsworth Feed Yards, LLC     | \$ -         |
|                               | <u>\$ -</u>  |

AFY, Inc.

**Schedule B - Personal Property**

**16. Accounts Receivable**

| <b>Name</b>  | <b>Value</b>        |
|--|---------------------|
| Ainsworth Feed Yards, LLC                            | \$ 4,515,901        |
| Bob & Korley, Inc.                                   | 29,446              |
| Equipment Sale Feb. 2010 (Holt County)               | 700,000             |
| Farm Credit Deferred Patronage Dividends             | 105,000             |
| Farmers & Ranchers Coop Deferred Patronage Dividends | 43,219              |
| Sears Cattle   | 291,937             |
| West Central Land, LLC                               | 65,752              |
|  | <u>\$ 5,751,255</u> |

AFY, INC

**SCHEDULE B- PERSONAL PROPERTY**

**#33. FARMING EQUIPMENT AND IMPLEMENTS**

| <u>Item</u>      | <u>Year</u> | <u>Model/Make</u>           |
|------------------|-------------|-----------------------------|
| Tractor          | 2006        | 8530 JD                     |
| Tractor          | 1995        | 8300 JD                     |
| Tractor          | 1994        | 4960 JD                     |
| Tractor          | 1990        | 4255 JD                     |
| Tractor          | 1985        | 4450 JD                     |
| Tractor          | 1975        | 4430 JD                     |
| Tractor          | 1970        | 4020 JD                     |
| Tractor          | 1975        | 4230 JD                     |
| Tractor          | 1979        | International               |
| Chopper          | 2005        | 890 Claas                   |
| Chopper Head     | 2008        | URU 450 Claas               |
| Chopper          | 2004        | 830 Claas                   |
| Chopper Head     | 2008        | 4 row Kemper                |
| Chopper          | 1983        | 5820 JD                     |
| Combine          | 2005        | 9650 JD                     |
| Corn head        | 2004        | 893 JD 8 Row                |
| Field Cultivator | 2006        | 2210 JD                     |
| Disk             | 2003        | 637 JD                      |
| Grain Drill      | 1996        | 30 ft. JD                   |
| Grain Cart       | 1986        | 974 Brent                   |
| Grain Auger      |             | 90 ft. Feterl               |
| Grain Vacuum     | 2004        | 5000 EX Brandt              |
| Conveyor         | 2007        | 10' Super Scoop             |
| Conveyor         | 2004        | Belt Conveyer Rings         |
| Bailer           | 2007        | 688 New Holland             |
| Rake             |             | Westward                    |
| Mower            |             | 3610 Bush Hog               |
| Riper            |             | Three Point 7 knives        |
| Riper            |             | Three Point 7 knives        |
| Dammer-diker     |             | 8 row Dammer-diker          |
| Hiller           |             | 6 row hillier               |
| NH3 Bar          |             | NH3 Bar 12 row              |
| Tank             |             | 1600 tank on 2 axle trailer |
| Fuel Trailer     |             | 500gal with air compressor  |
| Disk             |             | 12' Disk                    |
| Mower            |             | Rowse double 9' mower       |
| Stack Cutter     |             | Strobel 30' rolling cutter  |
| Fert Tanks       |             | 2x 500gal tractor mount     |
| Sprayer          |             | Flye fogger                 |
| Sprayer          |             | 100 gal with pump           |

AFY, INC

**SCHEDULE B- PERSONAL PROPERTY**

**#33. FARMING EQUIPMENT AND IMPLEMENTS (CONT)**

| <u>Item</u>      | <u>Year</u> | <u>Model/Make</u>                  |
|------------------|-------------|------------------------------------|
| Pay loader       | 2004        | 938G Cat                           |
| Pay loader       | 2005        | 930G Cat                           |
| Pay loader       | 1983        | 530 Dresser                        |
| Material Handler | 2006        | 3800 JD                            |
| Tub Hay Grinder  | 2004        | Jones                              |
| Skid Steer       | 2007        | 317 JD                             |
| Skid Steer       | 2006        | L 175 NH                           |
| Forklift         | 1977        | 5,000# Toyota                      |
| Road Grader      | 1978        | 770 JD                             |
| Bale Processor   | 2005        | Hay Buster                         |
| Dirt Scraper     | 2006        | FE8120 Soil mover                  |
| Box Scraper      | 2008        | 4212 Meyerink                      |
| Box Scraper X2   |             | Country Welding                    |
| Sweepers X(21/2) |             | Easy Clean Feed Bunk Cleaners      |
| Bunk Blower      |             | Hitch Cock                         |
| Loader           |             | 158 nJD Loader                     |
| Snow Blower      |             |                                    |
| Wheel closer     |             | Track Master Blue-Jet              |
| Dozzer X 2       |             | Model 12' 46/57                    |
| Feed Wagons      |             | 620-16 Roto Mix X 2                |
| Compost          |             | TS 616 Wildcat Composter           |
| Riding Mower     |             |                                    |
| Welder           |             | 20 hoarse Miller Welder on trailer |
| Welder           |             | 18hourse Miller Welder on          |
| Chute            | 2009        | Silencer Chute                     |
| Feed Bunks       |             | 113X Osborne feed bunks            |
| Feed Bunks       |             | 49x Daniels Man.                   |
| Bale Feeders     |             | 6xDouble bale feeders              |
| Bale Feeders     |             | 19x Singles bale feeders           |
|                  | 1985        | CHEVY K10                          |
|                  | 1985        | CHEVY 3/4 TON RED                  |
|                  | 1987        | GMC RED UTILITY BOX                |
|                  | 1988        | GMC 3/4 TON RED                    |
|                  | 1988        | CHEVY 3500 BROWN                   |
|                  | 1988        | CHEVY 4WD MAROON/BRN               |
|                  | 1989        | CHEVY 3/4 TON MAROON               |
|                  | 1990        | CHEVY BLUE & WHITE                 |
|                  | 1990        | 1990 BLUE GMC                      |
|                  | 1991        | RED CHEVY 1500                     |
|                  | 1993        | 93 CHEVY BLUE FLATBED              |
|                  | 1993        | FORD 3/4 TON MAROON                |
|                  | 1993        | FORD F250 WHITE                    |
|                  | 1993        | CHEVY 3/4 TON BLUE                 |
|                  | 1994        | FORD RED FLATBED                   |
|                  | 1994        | DODGE RAM 2500 DK BLU              |

AFY, INC

**SCHEDULE B- PERSONAL PROPERTY**

**#33. FARMING EQUIPMENT AND IMPLEMENTS (CONT)**

|             |      |                                    |
|-------------|------|------------------------------------|
|             | 1994 | CHEVY FLATBED/RED&SILV             |
|             | 1995 | CHEVY EXT. CAB GREEN               |
|             | 1995 | CHEVY GREEN/SLV                    |
|             | 1996 | FORD 250                           |
|             | 1996 | 1996 CHEVY EXT CAB                 |
|             | 1997 | CHEVY BLUE EXT CAB                 |
|             | 1998 | CHEVY 1/2TON GREEN                 |
|             | 1998 | DODGE RAM BLU/GREY                 |
|             | 1999 | RED FORD Flatbed                   |
|             | 2001 | DODGE 3/4 TON WHITE                |
|             | 2001 | CHEVROLET SILVERADO K2500          |
|             | 2002 | 02 CHEVY SILVER                    |
|             | 2002 | FORD 350 FLATBED TAN               |
|             | 2002 | CHEVY K2500 DGR                    |
|             | 2003 | DODGE DUALY QUAD CAB               |
|             | 2004 | FORD F150 WHITE                    |
|             | 2006 | F150-GREY/SILVER                   |
|             | 2007 | CHEVY 2500                         |
|             | 2008 | TOYOTA TUNDRA SR5                  |
|             | 2008 | TOYOTA TUNDRA                      |
|             |      | 2X Mini Pickups                    |
|             | 1986 | WILSON GRAIN TRAILER               |
|             | 1987 | WILSON GRAIN TRAILER               |
|             | 1996 | WILSON GRAIN TRAILER               |
|             | 1997 | WILSON GRAIN TRAILER               |
|             | 1999 | TRAIL KING DOUBLE DROP             |
|             | 2005 | WILSON PSDCL-402 Three Axle        |
|             | 2005 | WILSON DWBT-600 Distillers         |
|             | 2005 | WILSON PSDCL-402                   |
|             | 2005 | POLAR LIQUID TRAILER               |
|             | 2007 | WILSON LIVESTOCK TRAILER Four Axle |
|             | 2008 | SIDE DUMP TRAILER                  |
| Hay Grinder | 1975 | INTERNATIONAL TRACTOR              |
|             | 1991 | INTERNATIONAL -WHITE               |
|             | 1991 | INTERNATIONAL - BLUE               |
|             | 1998 | INTERNATIONAL 9400 SBA             |
|             | 2001 | PETERBUILT TRUCK with wet kit      |
|             | 2005 | 05 PETE                            |
|             | 2009 | 09 PETE WHITE                      |
|             | 2000 | TWO AXLE FLATBED TRAILER           |
|             | 2001 | TITAN FLATBED BLACK Flat bed       |
|             | 2004 | TITAN STOCK TRAILER WHT            |
|             | 2006 | TITAN STOCK TRAILER WHT            |
|             | 2008 | TITAN STOCK TRAILER WHT            |
|             | 2008 | TITAN GOOSENECK WHITE              |
|             | 1973 | INTERNATIONAL RED 5000             |

AFY, INC

**SCHEDULE B- PERSONAL PROPERTY**

**#33. FARMING EQUIPMENT AND IMPLEMENTS (CONT)**

|               |      |                         |
|---------------|------|-------------------------|
|               | 1978 | INTERNATIONAL PAY STAR  |
|               | 1986 | MACK TRUCK              |
|               | 1987 | INTERNATIONAL F30       |
|               | 1993 | 93 MACK TRUCK-SPREADER  |
|               | 1974 | INTERNATIONAL 5000      |
|               | 1985 | INT PAYSTAR 85070 RED   |
|               | 1985 | INT PAYSTAR 85070 RED   |
|               | 1985 | MACK DM6-SILAGE         |
|               | 1985 | MACK DM6-SILAGE         |
|               | 1986 | MACK TRUCK              |
|               | 1993 | 93 MACK TRUCK-SILAGE    |
|               | 1968 | INTERNATIONAL BLUE/SILV |
|               | 1972 | FORD LT-8000 RED        |
|               | 1974 | INTERNATIONAL           |
|               | 1976 | INTERNATIONAL           |
|               | 1978 | CHEVY 3 TON WHITE FLTBD |
|               | 1979 | FORD RED                |
|               | 1981 | MACK DUMP               |
|               | 1981 | MACK TANDEM GREEN       |
|               | 1989 | MACK TRUCK              |
| Feed Truck #5 | 2005 | Kenworth                |
| Feed Truck #1 | 2006 | Kenworth                |
| Feed Truck #4 | 2006 | Kenworth                |
| Feed Truck #6 | 2007 | Kenworth                |
| Feed Truck #3 | 2008 | Kenworth                |
| Feed Truck #2 | 2009 | Kenworth                |

B 6D (Official Form 6D) (12/07)

In re AFY, Inc,  
DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.



Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER<br>(See Instructions Above.) | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|---|----------|------------------------------------|--|------------|--------------|----------|---|---------------------------|
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
| CAT Financial<br>2120 West End Ave.<br>PO Box 340001<br>Nashville, TN 37203-0001                          |          |                                    | VALUE \$   |            |              | X        |   |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
| Commercial National Bank<br>PO Box 6<br>Ainsworth, NE 69210   |          |                                    | VALUE \$   |            |              |          | 676,414.00  |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
| Farm Credit Services<br>PO Box 279<br>Norfolk, NE 68702   |          |                                    | VALUE \$   |            |              |          | 9,709,947.00  |                           |
| Subtotal ►<br>(Total of this page)  |          |                                    |  |            |              |          | \$ 10,386,361.00                                      | \$                        |
| Total ►<br>(Use only on last page)  |          |                                    |  |            |              |          | \$  | \$                        |

1 continuation sheets  
attached(Report also on Summary of  
Schedules.)(If applicable, report  
also on Statistical  
Summary of Certain  
Liabilities and Related  
Data.)

In re AFY, Inc,  
DebtorCase No. \_\_\_\_\_  
(if known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER<br>(See Instructions Above.)   | CODEBTOR | HUSBAND, WIFE, JOINT, OR COMMUNITY | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|---|----------|------------------------------------|--|------------|--------------|----------|---|---------------------------|
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
| John Deere Credit<br>6400 NW 86th St<br>PO Box 6600<br>Johnston, IA 50131                                   |          |                                    |  |            |              |          | 108,247.00  |                           |
|   |          |                                    | VALUE \$   |            |              |          |   |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
| RXL Trust<br>RR 1<br>Ainsworth, NE 69210  |          |                                    |  |            |              |          | 545,014.00  |                           |
|   |          |                                    | VALUE \$   |            |              |          |   |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    | VALUE \$   |            |              |          |   |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    | VALUE \$   |            |              |          |   |                           |
| ACCOUNT NO.   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    |  |            |              |          |   |                           |
|   |          |                                    | VALUE \$   |            |              |          |   |                           |
| Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims |          |                                    |  |            |              |          | Subtotal (s) ▶<br>(Total(s) of this page)             | \$ 653,261.00             |
| Total(s) ▶<br>(Use only on last page)   |          |                                    |  |            |              |          |   | \$ 11,039,622.00          |

(Report also on  
Summary of Schedules.)(If applicable,  
report also on  
Statistical Summary  
of Certain  
Liabilities and  
Related Data.)



B 6E (Official Form 6E) (12/07)

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

B 6E (Official Form 6E) (12/07) – Cont.

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re AFY, INC., Debtor Case No. \_\_\_\_\_ (if known)

# **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br><i>(See instructions above.)</i>  | CODEBETOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION<br>FOR CLAIM | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT<br>OF<br>CLAIM               | AMOUNT<br>ENTITLED<br>TO<br>PRIORITY | AMOUNT<br>NOT<br>ENTITLED<br>TO<br>PRIORITY, IF<br>ANY |      |      |
|---|-----------|--|--|------------|--------------|----------|-------------------------------------|--------------------------------------|--|------|------|
| Account No.   |           |  |  |            |              |          |                                     |                                      |  |      |      |
| Brown County Treasurer<br>148 W 4<br>Ainsworth, NE 69210  |           |  |  |            |              |          | 203,144.00                          | 203,144.00                           |  |      |      |
| Account No.   |           |  |  |            |              |          |                                     |                                      |  |      |      |
|   |           |  |  |            |              |          |                                     |                                      |  |      |      |
| Account No.   |           |  |  |            |              |          |                                     |                                      |  |      |      |
|   |           |  |  |            |              |          |                                     |                                      |  |      |      |
| Account No.   |           |  |  |            |              |          |                                     |                                      |  |      |      |
|   |           |  |  |            |              |          |                                     |                                      |  |      |      |
| Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of<br>Creditors Holding Priority Claims   |           |  |  |            |              |          | Subtotals▶<br>(Totals of this page) | \$ 203,144.00                        | \$ 203,144.00  | 0.00 |      |
| Total▶<br>(Use only on last page of the completed<br>Schedule E. Report also on the Summary<br>of Schedules.)   |           |  |  |            |              |          | \$                                  | 203,144.00                           |  |      |      |
| Totals▶<br>(Use only on last page of the completed<br>Schedule E. If applicable, report also on<br>the Statistical Summary of Certain<br>Liabilities and Related Data.) |           |  |  |            |              |          |                                     | \$                                   | 203,144.00   | \$   | 0.00 |

In re AFY, INC.,  
DebtorCase No. \_\_\_\_\_  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br><i>(See instructions above.)</i> | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM |
|--|----------|--|--|------------|--------------|----------|--------------------|
| ACCOUNT NO.  |          |  |  |            |              |          |                    |
| Dakota Feeders<br>PO Box 267<br>Ainsworth, NE 69210  |          |  |  |            |              |          | 54,931.00          |
| ACCOUNT NO.  |          |  |  |            |              |          |                    |
| DK Cattle Inc.<br>PO Box 267<br>Ainsworth, NE 69210  |          |  |  |            |              |          | 101,912.00         |
| ACCOUNT NO.  |          |  |  |            |              |          |                    |
| Northern Plains Feeders<br>PO Box 267<br>Ainsworth, NE 69210   |          |  |  |            |              |          | 250,000.00         |
| ACCOUNT NO.  |          |  |  |            |              |          |                    |
| Summit Farms LLC c/o Brian<br>Buescher 1650 Farnam<br>Street, Omaha, NE 68102  |          |  |  | X          | X            | X        | 400,000.00         |
| Subtotal▶  |          |  |  |            |              |          | \$ 806,843.00      |
| Total▶   |          |  |  |            |              |          | \$                 |

2 continuation sheets attached

(Use only on last page of the completed Schedule F )  
(Report also on Summary of Schedules and, if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data )

Case No. \_\_\_\_\_  
(if known)

## (Continuation Sheet)

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above )                  | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM           |
|--|----------|--|--|------------|--------------|----------|------------------------------|
| ACCOUNT NO.  |          |  |  | X          | X            | X        | 234,100.00                   |
| Sears, Dane<br>228 E 2nd Streeet<br>Ainsworth, NE 69210  |          |  |  |            |              |          |                              |
| ACCOUNT NO.  |          |  |  | X          | X            | X        | 128,470.00                   |
| Sears-Dunn, Kelli<br>199 S. Elm Tree Lane<br>Elmhurst, IL 60126  |          |  |  |            |              |          |                              |
| ACCOUNT NO.  |          |  |  | X          | X            | X        | 104,667.00                   |
| Sears, Myrtle<br>450 S. Main<br>Ainsworth, NE 69210  |          |  |  |            |              |          |                              |
| ACCOUNT NO.  |          |  |  | X          | X            | X        | 2,162,000.00                 |
| Sears, Rhett<br>19414 Willow Creek Circle<br>Sun City, AZ 85373  |          |  |  |            |              |          |                              |
| ACCOUNT NO.  |          |  |  | X          | X            | X        | 2,799,977.00                 |
| Sears, Ron, 240 S. Hall,<br>Ainsworth NE 69210   |          |  |  |            |              |          |                              |
| Sheet no <u>1</u> of <u>2</u> continuation sheets attached<br>to Schedule of Creditors Holding Unsecured<br>Nonpriority Claims |          |  |  |            |              |          | Subtotal▶ \$<br>5,429,214.00 |
|  |          |  |  |            |              |          | Total▶ \$                    |

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data.)

**Debtor**

(if known)

## (Continuation Sheet)

| CREDITOR'S NAME,<br>MAILING ADDRESS<br>INCLUDING ZIP CODE,<br>AND ACCOUNT NUMBER<br>(See instructions above ) | CODEBTOR | HUSBAND, WIFE,<br>JOINT, OR<br>COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM.<br>IF CLAIM IS SUBJECT TO<br>SETOFF, SO STATE. | CONTINGENT | UNLIQUIDATED | DISPUTED | AMOUNT OF<br>CLAIM |
|---|----------|--|--|------------|--------------|----------|--------------------|
| ACCOUNT NO.   |          |  |  |            |              | X        | 0.00               |
| See attached list of vendors<br>paid by Ainsworth Feed<br>Yards for expense of AFY Inc                        |          |  |  |            |              |          |                    |
| ACCOUNT NO.   |          |  |  |            |              |          |                    |
|   |          |  |  |            |              |          |                    |
| ACCOUNT NO.   |          |  |  |            |              |          |                    |
|   |          |  |  |            |              |          |                    |
| ACCOUNT NO.   |          |  |  |            |              |          |                    |
|   |          |  |  |            |              |          |                    |
| ACCOUNT NO.   |          |  |  |            |              |          |                    |
|   |          |  |  |            |              |          |                    |

Sheet no. 2 of 2 continuation sheets attached  
to Schedule of Creditors Holding Unsecured  
Nonpriority Claims

Subtotal▶

Total▶

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable on the Statistical  
Summary of Certain Liabilities and Related Data )

\$ 0.00

\$ 6,236,057.00

**AFY, Inc.**

**Schedule F - Creditors Holding Unsecured NonPriority Claims**

**List of vendors paid by Ainsworth Feed Yards for expense of AFY, Inc.**

| <b>Vendor</b>              | <b>Address</b>                       |
|----------------------------|--------------------------------------|
| BCN TELECOM                | PO BOX 52245 NEWARK, NJ 07101        |
| CITY OF AINSWORTH          | PO BOX 165 AINSWORTH, NE 69210       |
| GIFFORD & COX              | PO BOX 1249 NORTH PLATTE, NE 69103   |
| HARRY KOCH                 | PO BOX 3875 OMAHA, NE 68103          |
| KBR                        | PO BOX 187 AINSWORTH, NE 69210       |
| LIBERTY MUTUAL             | PO BOX 0569 CAROL STREAM, IL 60132   |
| MADISON'S GREAT WESTERN    | RR 1 BOX 98 AINSWORTH, NE 69210      |
| NPPD                       | PO BOX 2860 OMAHA, NE 68103          |
| PACE                       | PO BOX 95124 LINCOLN, NE 68509       |
| PENN MILLERS               | PO BOX P WILKES-BARRE, PA 18773      |
| SOURCE GAS                 | PO BOX 659563 SAN ANTONIO, TX 78265  |
| THREE RIVER COMMUNICATIONS | PO BOX 66 LYNCH, NE 68746            |
| TURNKEY                    | PO BOX 51630 AMARILLO, TX 79159      |
| VERIZON WIRELESS           | PO BOX 25505 LEHIGH VALLEY, PA 18002 |
| WAVEFORM NETWORK           | PO BOX 218 BASSETT, NE 68714         |

B 6G (Official Form 6G) (12/07)

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

| NAME AND MAILING ADDRESS,<br>INCLUDING ZIP CODE,<br>OF OTHER PARTIES TO LEASE OR CONTRACT.  | DESCRIPTION OF CONTRACT OR LEASE AND<br>NATURE OF DEBTOR'S INTEREST. STATE<br>WHETHER LEASE IS FOR NONRESIDENTIAL<br>REAL PROPERTY. STATE CONTRACT<br>NUMBER OF ANY GOVERNMENT CONTRACT. |
|---|--|
| Farm Credit Services of America, PCA, and Farm<br>Credit Services of America, FLCA<br>c/o Randy Wright<br>Baird Holm, LP<br>1500 Woodman Tower, Omaha, NE 68102 | Debt Reduction & Forbearance Agreement   |
| (Additional address for Farm Credit Services<br>listed in above box is PO Box 279, Norfolk, NE<br>68702)  |  |
| Commercial National Bank of Ainsworth<br>c/o Rick Myers<br>11404 W. Dodge Rd Ste. 500<br>Omaha, NE 68154-2584   | Liquidation Agreement  |
| (Additional address for Commercial National<br>Bank in above box is PO Box 6, Ainsworth, NE<br>69210)   |  |
| Waldo Realty<br>49168 Hwy 20<br>PO Box 467<br>O'Neill, NE 68763   | Auction Agreement  |
| RXL Trust<br>RR 1<br>Ainsworth, NE 69210  | Land Contract  |



B 6G (Official Form 6G) (12/07)

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

| NAME AND MAILING ADDRESS,<br>INCLUDING ZIP CODE,<br>OF OTHER PARTIES TO LEASE OR CONTRACT. | DESCRIPTION OF CONTRACT OR LEASE AND<br>NATURE OF DEBTOR'S INTEREST. STATE<br>WHETHER LEASE IS FOR NONRESIDENTIAL<br>REAL PROPERTY. STATE CONTRACT<br>NUMBER OF ANY GOVERNMENT CONTRACT. |
|--|--|
| Board of Education Lands & Funds<br>555 North Cotner Blvd.<br>Lincoln, NE 68505            | School Land Lease  |
| Rolling Stone Land & Cattle<br>RR#2 Box 292<br>Ainsworth, NE 69210                         | High Bidder on Tract #1 at 2/9/10 Auction  |
| Harthoorn, Colin (Barry)<br>RR#2 Box 245<br>Ainsworth, NE 69210                            | High Bidder on Tract #2 at 2/9/10 Auction  |
| Hitchcock, Gordan<br>HC 65<br>Ainsworth, NE 69210  | High Bidder on Tracts 3, 8, & 9 at 2/9/10 Auction  |
| ConsAg, LLC<br>308 E 7th Ave.<br>Ainsworth, NE 69210                                       | High Bidder on Tract #4 at 2/9/10 Auction  |
| Hladky, Dan<br>44157 877 Rd<br>Long Pine, NE 69214   | High Bidder on Tract #5 at 2/9/10 Auction  |

B 6G (Official Form 6G) (12/07)

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

| NAME AND MAILING ADDRESS,<br>INCLUDING ZIP CODE,<br>OF OTHER PARTIES TO LEASE OR CONTRACT. | DESCRIPTION OF CONTRACT OR LEASE AND<br>NATURE OF DEBTOR'S INTEREST. STATE<br>WHETHER LEASE IS FOR NONRESIDENTIAL<br>REAL PROPERTY. STATE CONTRACT<br>NUMBER OF ANY GOVERNMENT CONTRACT. |
|--|--|
| Wegener, Donald<br>Family Living Trust<br>416 N 34 Street<br>Norfolk, NE 68701             | High Bidder on Tract #6 at 2/9/10 Auction  |
| Fling, Donald<br>RR#2 Box 93<br>Ainsworth, NE 69210  | High Bidder on Tract #7 at 2/9/10 Auction  |
| Ortner, Ryan<br>1047 County Road W#25<br>Colby, KS 67701                                   | High Bidder on Tract #10 at 2/9/10 Auction   |
| Arens, Michael<br>PO Box 98<br>Springview, NE 68778  | High Bidder on Tract #11 at 2/9/10 Auction   |
|  |  |
|  |  |

In re AFY, Inc,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

| NAME AND ADDRESS OF CODEBTOR  | NAME AND ADDRESS OF CREDITOR   |
|---|--|
| Robert A. Sears<br>300 7th Ave<br>Ainsworth, NE 69210                                   | See attached list of creditors to which Robert A. Sears is a codebtor. |
| Korley B Sears<br>RR 2 Box 308<br>Ainsworth, NE 69210                                   | See attached list of creditors to which Korley B Sears is a codebtor.  |
| See attached list of entities which are codebtors to the creditor Farm Credit Services. | Farm Credit Services<br>PO Box 279<br>Norfolk, NE 68702                |
| See attached list of entities which are codebtors to the creditor Dane Sears.           | Dane Sears<br>228 E 2nd Street<br>Ainsworth, NE 69210                  |
| See attached list of entities which are codebtors to the creditor Rhett Sears.          | Rhett Sears<br>19414 Willow Creek Circle<br>Sun City, AZ 85373         |
| See attached list of entities which are codebtors to the creditor Ron Sears.            | Ron Sears<br>240 S Hall<br>Ainsworth, NE 69210                         |

AFY, INC  
Schedule H – CoDebtors  
List of creditors to which Robert A. Sears is a codebtor.

CAT Financial  
1220 West End Avenue  
PO Box 340001  
Nashville, TN 37203-0001

Commercial National Bank  
PO Box 6  
Ainsworth, NE 69210

Farm Credit Services  
PO Box 279  
Norfolk, NE 68702

John Deere Credit  
6400 NW 86<sup>th</sup> Street  
PO Box 6600  
Johnston, IA 50131-6600

RXL Trust  
RR 1  
Ainsworth, NE 69210

Sears, Dane  
228 E 2<sup>nd</sup> Street  
Ainsworth, NE 69210

Sears, Kelli  
199 S Elm Tree Lane  
Elmhurst, IL 60126

Sears, Myrtle  
450 S. Main  
Ainsworth, NE 69210

Sears, Rhett  
19414 Willow Creek Circle  
Sun City, AZ 85373

Sears, Ron  
240 S Hall  
Ainsworth, NE 69210

AFY, INC  
Schedule H – CoDebtors  
List of creditors to which Korley B Sears is a codebtor.

CAT Financial  
1220 West End Avenue  
PO Box 340001  
Nashville, TN 37203-0001

Commercial National Bank  
PO Box 6  
Ainsworth, NE 69210

Farm Credit Services  
PO Box 279  
Norfolk, NE 68702

John Deere Credit  
6400 NW 86<sup>th</sup> Street  
PO Box 6600  
Johnston, IA 50131-6600

RXL Trust  
RR 1  
Ainsworth, NE 69210

Sears, Dane  
228 E 2<sup>nd</sup> Street  
Ainsworth, NE 69210

Sears, Kelli  
199 S Elm Tree Lane  
Elmhurst, IL 60126

Sears, Myrtle  
450 S. Main  
Ainsworth, NE 69210

Sears, Rhett  
19414 Willow Creek Circle  
Sun City, AZ 85373

Sears, Ron  
240 S Hall  
Ainsworth, NE 69210

AFY, INC  
Schedule H

List of CoDebtors to Farm Credit Services, Dane Sears, Rhett Sears, and Ron Sears

AFY, Inc; Ainsworth Feed Yards, LLC; Ainsworth Cattle Feeding, LLC; Sears Bros. Partnership; Ainsworth Farms Partnership; Atkinson Farms Partnership; Sears Cattle Co.; Robert A. Sears, Trustee of the Trust under the will of Redmond W. Sears all at PO Box 267, Ainsworth, NE 69210.

In re AFY, INC.,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

### DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any,  
of Bankruptcy Petition Preparer

Social Security No  
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

\_\_\_\_\_  
\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the PRESIDENT [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the AFY, INC. [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 3-25-10

Signature Robert A. Sears

ROBERT A. SEARS

[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

B 7 (Official Form 7) (12/07)

## UNITED STATES BANKRUPTCY COURT

In re: AFY, INC.  
Debtor

Case No. \_\_\_\_\_  
(if known)

### STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

#### DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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#### 1. Income from employment or operation of business

None  
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

(\$ 97,074) - Net operating loss for current fiscal yr 8/1/09-3/25/10  
(\$967,050) - Net operating loss for prior fiscal yr 8/1/08-7/31/09



**2. Income other than from employment or operation of business**

None  
☐

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| AMOUNT          | SOURCE   |
|-----------------|--|
| \$11,154,905.00 | Sale of assets (net proceeds after expenses&personal/real taxes was used to pay off creditors with secured interest in such prop.) |

**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

None  
☒

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF<br>PAYMENTS | AMOUNT<br>PAID | AMOUNT<br>STILL OWING |
|------------------------------|----------------------|----------------|-----------------------|
| N/A                          |                      |                |                       |

None  
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATES OF<br>PAYMENTS/<br>TRANSFERS | AMOUNT<br>PAID OR<br>VALUE OF<br>TRANSFERS | AMOUNT<br>STILL<br>OWING |
|------------------------------|------------------------------------|--|--------------------------|
| See attached.                |                                    |  |                          |

None

☐

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR<br>AND RELATIONSHIP TO DEBTOR | DATE OF<br>PAYMENT | AMOUNT<br>PAID | AMOUNT<br>STILL OWING |
|--|--------------------|----------------|-----------------------|
|--|--------------------|----------------|-----------------------|

See attached.

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| CAPTION OF SUIT<br>AND CASE NUMBER | NATURE OF PROCEEDING | COURT OR AGENCY<br>AND LOCATION | STATUS OR<br>DISPOSITION |
|------------------------------------|----------------------|---------------------------------|--------------------------|
| Dan Ziska v. AFY CI10-28           | Construction Lien    | Holty County, NE                | Pending                  |
| Summit Farms 8:09-cv-00328         | Corn Contract        | US -District of NE              | Pending                  |

None

☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF PERSON FOR WHOSE<br>BENEFIT PROPERTY WAS SEIZED | DATE OF<br>SEIZURE | DESCRIPTION<br>AND VALUE<br>OF PROPERTY |
|--|--------------------|---|
|--|--------------------|---|

#### 5. Repossessions, foreclosures and returns

None

☐

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF CREDITOR OR SELLER                                     | DATE OF REPOSSESSION,<br>FORECLOSURE SALE,<br>TRANSFER OR RETURN | DESCRIPTION<br>AND VALUE<br>OF PROPERTY |
|---|--|---|
| CAT Financial, 2120 West End Ave., PO<br>Box 340001, Nashville, TN 37203-0001 | 07/31/2009   | Payloader (repossessed)<br>\$200,000    |

**6. Assignments and receiverships**

None  
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF ASSIGNEE | DATE OF<br>ASSIGNMENT | TERMS OF<br>ASSIGNMENT<br>OR SETTLEMENT |
|---------------------------------|-----------------------|---|
|---------------------------------|-----------------------|---|

None  
☒

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF CUSTODIAN | NAME AND LOCATION<br>OF COURT<br>CASE TITLE & NUMBER | DATE OF<br>ORDER | DESCRIPTION<br>AND VALUE<br>OF PROPERTY |
|----------------------------------|--|------------------|---|
|----------------------------------|--|------------------|---|

**7. Gifts**

None  
☒

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF PERSON<br>OR ORGANIZATION | RELATIONSHIP<br>TO DEBTOR,<br>IF ANY | DATE<br>OF GIFT | DESCRIPTION<br>AND VALUE<br>OF GIFT |
|--|--------------------------------------|-----------------|-------------------------------------|
|--|--------------------------------------|-----------------|-------------------------------------|

**8. Losses**

None  
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| DESCRIPTION<br>AND VALUE OF<br>PROPERTY | DESCRIPTION OF CIRCUMSTANCES AND, IF<br>LOSS WAS COVERED IN WHOLE OR IN PART<br>BY INSURANCE, GIVE PARTICULARS | DATE<br>OF LOSS |
|---|--|-----------------|
|---|--|-----------------|

**9. Payments related to debt counseling or bankruptcy**

None  
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS<br>OF PAYEE  | DATE OF PAYMENT,<br>NAME OF PAYER IF<br>OTHER THAN DEBTOR | AMOUNT OF MONEY OR<br>DESCRIPTION AND<br>VALUE OF PROPERTY |
|---|---|--|
| Jerrold L. Strasheim, Atty, 3610 Dodge<br>Street, Ste. 212, Omaha, NE 68131 | Ainsworth Feed Yards,<br>LLC                              | \$40,000 3/2/10  |

**10. Other transfers**

None  
☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF TRANSFEREE,<br>RELATIONSHIP TO DEBTOR | DATE       | DESCRIBE PROPERTY<br>TRANSFERRED AND<br>VALUE RECEIVED                         |
|---|------------|--|
| Farm Credit Services                                      | 11/01/2009 | First mortgage on tract & transfer by<br>noting liens on titles of 10 vehicles |

None  
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

| NAME OF TRUST OR OTHER<br>DEVICE | DATE(S) OF<br>TRANSFER(S) | AMOUNT OF MONEY OR DESCRIPTION<br>AND VALUE OF PROPERTY OR DEBTOR'S<br>INTEREST IN PROPERTY |
|----------------------------------|---------------------------|---|
|----------------------------------|---------------------------|---|

**11. Closed financial accounts**

None  
☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF INSTITUTION | TYPE OF ACCOUNT, LAST FOUR<br>DIGITS OF ACCOUNT NUMBER,<br>AND AMOUNT OF FINAL BALANCE | AMOUNT AND<br>DATE OF SALE<br>OR CLOSING |
|------------------------------------|--|--|
|------------------------------------|--|--|

**12. Safe deposit boxes**

None  
☐

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS<br>OF BANK OR<br>OTHER DEPOSITORY         | NAMES AND ADDRESSES<br>OF THOSE WITH ACCESS<br>TO BOX OR DEPOSITORY | DESCRIPTION<br>OF<br>CONTENTS | DATE OF TRANSFER<br>OR SURRENDER,<br>IF ANY |
|--|---|-------------------------------|---|
| Commercial National Bank, PO<br>Box 6, Ainsworth, NE 69210 | Robert A. Sears/Korley<br>B. Sears                                  | Legal<br>Documents            |   |

**13. Setoffs**

None  
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

| NAME AND ADDRESS OF CREDITOR | DATE OF<br>SETOFF | AMOUNT<br>OF SETOFF |
|------------------------------|-------------------|---------------------|
|------------------------------|-------------------|---------------------|

**14. Property held for another person**

None  
☒

List all property owned by another person that the debtor holds or controls.

| NAME AND ADDRESS<br>OF OWNER | DESCRIPTION AND<br>VALUE OF PROPERTY | LOCATION OF PROPERTY |
|------------------------------|--------------------------------------|----------------------|
|------------------------------|--------------------------------------|----------------------|

**15. Prior address of debtor**

None  
☒

If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

| ADDRESS | NAME USED | DATES OF OCCUPANCY |
|---------|-----------|--------------------|
|---------|-----------|--------------------|

#### 16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

N/A

---

#### 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

| SITE NAME<br>AND ADDRESS | NAME AND ADDRESS<br>OF GOVERNMENTAL UNIT | DATE OF<br>NOTICE | ENVIRONMENTAL<br>LAW |
|--------------------------|--|-------------------|----------------------|
|--------------------------|--|-------------------|----------------------|

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

| SITE NAME<br>AND ADDRESS | NAME AND ADDRESS<br>OF GOVERNMENTAL UNIT | DATE OF<br>NOTICE | ENVIRONMENTAL<br>LAW |
|--------------------------|--|-------------------|----------------------|
|--------------------------|--|-------------------|----------------------|

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

| NAME AND ADDRESS<br>OF GOVERNMENTAL UNIT | DOCKET NUMBER | STATUS OR<br>DISPOSITION |
|--|---------------|--------------------------|
|--|---------------|--------------------------|

---

#### 18. Nature, location and name of business

None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing

executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

| NAME | LAST FOUR DIGITS<br>OF SOCIAL-SECURITY<br>OR OTHER INDIVIDUAL<br>TAXPAYER-I.D. NO.<br>(ITIN)/ COMPLETE EIN | ADDRESS | NATURE OF BUSINESS | BEGINNING AND<br>ENDING DATES |
|------|--|---------|--------------------|-------------------------------|
|------|--|---------|--------------------|-------------------------------|

See attached.

- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

| NAME | ADDRESS |
|------|---------|
|------|---------|

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

#### 19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

| NAME AND ADDRESS                                  | DATES SERVICES RENDERED |
|---|-------------------------|
| Kyle Gifford, PO Box 1249, North Platte, NE 69103 | Since 2005              |
| Ron Sears, 240 S. Hall, Ainsworth, NE 69210       | Since 1990 or longer    |

- None ☐ b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

| NAME         | ADDRESS                                | DATES SERVICES RENDERED |
|--------------|--|-------------------------|
| Kyle Gifford | PO Box 1249, North Platte,<br>NE 69103 | Since 2005              |

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

Kyle Gifford

PO Box 1249, North Platte, NE  
69103

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

Farm Credit Services, Norfolk, NE  
Commercial National Bank, Ainsworth, NE

## 20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT  
OF INVENTORY  
(Specify cost, market or other  
basis)

None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES  
OF CUSTODIAN  
OF INVENTORY RECORDS

## 21 . Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

See attached.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP

See attached.



**22 . Former partners, officers, directors and shareholders**

None  
☐

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

| NAME | ADDRESS | DATE OF WITHDRAWAL |
|------|---------|--------------------|
| N/A  |         |                    |

None  
☒

b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

| NAME AND ADDRESS | TITLE | DATE OF TERMINATION |
|------------------|-------|---------------------|
|------------------|-------|---------------------|

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**23 . Withdrawals from a partnership or distributions by a corporation**

None  
☒

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

| NAME & ADDRESS<br>OF RECIPIENT,<br>RELATIONSHIP TO DEBTOR | DATE AND PURPOSE<br>OF WITHDRAWAL | AMOUNT OF MONEY<br>OR DESCRIPTION<br>AND VALUE OF PROPERTY |
|---|-----------------------------------|--|
|---|-----------------------------------|--|

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**24. Tax Consolidation Group.**

None  
☒

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

| NAME OF PARENT CORPORATION | TAXPAYER-IDENTIFICATION NUMBER (EIN) |
|----------------------------|--------------------------------------|
|----------------------------|--------------------------------------|

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**25. Pension Funds.**

None  
☒

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

| NAME OF PENSION FUND | TAXPAYER-IDENTIFICATION NUMBER (EIN) |
|----------------------|--------------------------------------|
|----------------------|--------------------------------------|

\* \* \* \* \*


*[If completed by an individual or individual and spouse]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

|      |       |                                    |       |
|------|-------|------------------------------------|-------|
| Date | _____ | Signature of Debtor                | _____ |
| Date | _____ | Signature of Joint Debtor (if any) | _____ |

*[If completed on behalf of a partnership or corporation]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

|      |                |                      |  |
|------|----------------|----------------------|--|
| Date | <u>3-25-10</u> | Signature            |  |
|      |                | Print Name and Title | <u>ROBERT A. SEARS</u>   |

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

**4** 3 continuation sheets attached

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

**DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

\_\_\_\_\_  
Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security No. (Required by 11 U.S.C. § 110 )

*If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.*

\_\_\_\_\_  
Address

\_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person

***A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. § 156.***

AFY, INC.  
Statement of Financial Affairs  
Line 3(b) - Payments made to any creditor within 90 days

| NAME                                | ADDRESS  | DATE OF PYMT | AMOUNT OF PYMT  |
|-------------------------------------|--|--------------|-----------------|
| AINSWORTH FEED YARDS, LLC           | PO BOX 267 AINSWORTH, NE 69210                     | 12/31/2009   | \$350,260.33    |
| AINSWORTH CATTLE FEEDING            | PO BOX 267 AINSWORTH, NE 69210                     | 12/31/2009   | \$6,142,680.84  |
| AINSWORTH FARMS                     | PO BOX 267 AINSWORTH, NE 69210                     | 12/31/2009   | \$17,693.57     |
| ATKINSON FARMS                      | PO BOX 267 AINSWORTH, NE 69210                     | 12/31/2009   | \$217,632.29    |
| SEARS BROTHERS                      | PO BOX 267 AINSWORTH, NE 69210                     | 12/31/2009   | \$2,491.72      |
| JOHN DEERE CREDIT                   | 6400 NW 86TH ST PO BOX 6600 JOHNSTON, IA 50131     | 1/7/2010     | \$32,455.74     |
| NIOBRARA VALLEY ELECTRIC MEMBERSHIP | PO BOX 60 O'NEILL, NE 68763                        | 1/14/2010    | \$788.04        |
| BROWN COUNTY TREASURER              | 148 W 4TH AINSWORTH, NE 69210                      | 1/28/2010    | \$421.70        |
| GIFFORD & COX LLC                   | PO BOX 1249 NORTH PLATTE, NE 69101                 | 2/4/2010     | \$3,225.00      |
| NIOBRARA VALLEY ELECTRIC MEMBERSHIP | PO BOX 60 O'NEILL, NE 68763                        | 2/4/2010     | \$1,685.93      |
| DAVID MCNALLY, CPA                  | PO BOX 360 COZAD, NE 69130                         | 2/10/2010    | \$690.00        |
| COMMERCIAL NATIONAL BANK            | PO BOX 6 AINSWORTH, NE 69210                       | 2/10/2010    | \$30,069.00     |
| BROWN COUNTY TREASURER              | 148 W 4TH AINSWORTH, NE 69210                      | 2/12/2010    | \$20.00         |
| SECRETARY OF STATE                  | PO BOX 94608 LINCOLN, NE 68509                     | 2/18/2010    | \$400.00        |
| BROWN COUNTY TREASURER              | 148 W 4TH AINSWORTH, NE 69210                      | 2/25/2010    | \$1,427.60      |
| JOHN DEERE CREDIT                   | 6400 NW 86TH ST PO BOX 6600 JOHNSTON, IA 50131     | 3/4/2010     | \$43,334.80     |
| BROWN COUNTY TREASURER              | 148 W 4TH AINSWORTH, NE 69210                      | 3/18/2010    | \$897.50        |
| FARM CREDIT SERVICES                | (NET PROCEEDS FROM SALE DISBURSED DIRECTLY TO FCS) | 2/10/2010    | \$11,154,905.12 |
| Total                               |  |              | \$18,001,079.18 |

AFY, INC.  
Statement of Financial Affairs  
Line 3(c) - Payments made to insiders within last year

| NAME                     | ADDRESS                        | DATE OF PAYMENT | \$ AMOUNT OF PAYMENT |
|--------------------------|--------------------------------|-----------------|----------------------|
| BOB & RON INC            | PO BOX 267 AINSWORTH, NE 69210 | 4/15/2009       | \$2,645.50           |
| BOB & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 4/15/2009       | \$2,450.00           |
| RON & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 4/15/2009       | \$2,625.75           |
| RON & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 6/4/2009        | \$200.00             |
| BOB & RON INC            | PO BOX 267 AINSWORTH, NE 69210 | 7/9/2009        | \$2,640.00           |
| BOB & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 7/9/2009        | \$2,650.00           |
| RON & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 7/9/2009        | \$2,632.89           |
| BOB & RON INC            | PO BOX 267 AINSWORTH, NE 69210 | 10/7/2009       | \$2,640.00           |
| BOB & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 10/7/2009       | \$2,650.00           |
| RON & RHETT INC          | PO BOX 267 AINSWORTH, NE 69210 | 10/7/2009       | \$2,650.00           |
| AINSWORTH FEED YARDS LLC | PO BOX 267 AINSWORTH, NE 69210 | 12/31/2009      | \$350,260.33         |
| AINSWORTH CATTLE FEEDING | PO BOX 267 AINSWORTH, NE 69210 | 12/31/2009      | \$6,142,680.84       |
| AINSWORTH FARMS          | PO BOX 267 AINSWORTH, NE 69210 | 12/31/2009      | \$17,693.57          |
| ATKINSON FARMS           | PO BOX 267 AINSWORTH, NE 69210 | 12/31/2009      | \$217,632.29         |
| SEARS BROS               | PO BOX 267 AINSWORTH, NE 69210 | 12/31/2009      | \$2,491.72           |
|                          |                                | Total           | \$6,754,542.89       |

PLEASE NOTE: BOB & RON, INC; BOB & RHETT, INC; AND RON & RHETT, INC HAVE HAD NAME CHANGES.

| OLD NAME        | NAME CHANGED TO           |
|-----------------|---------------------------|
| BOB & RON INC   | BK SEARS FEEDING, INC     |
| BOB & RHETT INC | BOB SEARS FEEDING, INC    |
| RON & RHETT INC | KORLEY SEARS FEEDING, INC |

AFY, Inc.

Statement of Financial Affairs

18. Nature, location, and name of business

| Name                          | Address                         | TIN        | Nature of Business    | Beginning Date | Ending Date<br>If applicable |
|-------------------------------|---------------------------------|------------|-----------------------|----------------|------------------------------|
| Ainsworth Cattle Feeding, LLC | PO Box 267, Ainsworth, NE 69210 | 20-1255173 | Custom Feeding Cattle |                |                              |
| Ainsworth Feed Yards, LLC     | PO Box 267, Ainsworth, NE 69210 | 20-1255893 | Commercial Feedlot    | 6/22/2004      |                              |

AFY, Inc.

Statement of Financial Affairs

Line 21(a) - Current partners, officers, directors, & shareholders

Line 21(b) - List of all officers/directors & shareholders owning more than 5%

| Name                | Address                                 | Nature of Interest         | Ownership % |
|---------------------|---|----------------------------|-------------|
| Korley B. Sears     | 208 East 8th Street #4, Volga, SD 57071 | Shareholder/Vice President | 9.43%       |
| Redmond Sears Trust | PO Box 267, Ainsworth, NE 69210         | Shareholder                | 84.83%      |
| Robert A. Sears     | 300 East 7th Ave, Ainsworth, NE 69210   | Shareholder/President      | 5.74%       |